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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

\_\_\_\_\_  
In re:

General Motors Corp. *et al.*,

Debtors,

Chapter 11

Case No. 09-50026 (REG)

(Jointly administered)

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**LIMITED OBJECTION OF ZEPPELIN-STIFTUNG AND ZF FRIEDRICHSHAFEN AG  
TO THE DEBTOR'S NOTICE OF INTENTION TO ASSUME  
AND PROPOSED CURE AMOUNT**

Now come, Zeppelin-Stiftung and ZF Friedrichshafen AG (collectively hereinafter "ZF"), by and through counsel and hereby submit their objection (the "Objection") to the Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and (II) Cure Costs Related Thereto (the "Notice"), served upon ZF by the Debtors pursuant to this Court's Order (I) Approving Procedures for Sale of Debtors' Assets Pursuant to Master Sale and Purchase Agreement With Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser; (II) Scheduling Bid Deadline and Sale Hearing Date; (III) Establishing Assumption and Assignment Procedures; and (IV) Fixing Notice Procedures and Approving Form of Notice (the "Order").

1. The Debtors commenced their voluntary Chapter 11 bankruptcy cases on June 1, 2009.
2. On June 2, 2009, the Court entered the Order which set forth the procedures regarding Debtors' assumption and assignment of executory contracts.

3. Pursuant to the Order, the Debtors delivered a Notice dated June 5, 2009 to ZF indicating that the Debtors intend to assume and assign certain of the Debtors' executory contracts with ZF as set forth on the Debtors' secure website (the "Contracts").
4. ZF has no objection to the assumption of the Contracts.
5. In reviewing the proposed cure amounts set forth by the Debtors on their website, ZF has been unable to fully reconcile the proposed cure payments for the Contracts and it appears that the listed amounts may be insufficient to fully cure all amounts due under the Contracts.
6. ZF reasonably believes that any differences as to the proposed cure amounts will be able to be reconciled between ZF and the Debtors, however, due to the deadlines for filing objections and to preserve all rights with regard to the Contracts, ZF is compelled to file the within Objection.
7. ZF reserves the right to amend or supplement its Objection.

WHEREFORE, ZF respectfully objects to the proposed cure amount as set forth by the Debtors and requests that this Court enter such relief as is just and equitable.

Date: June 11, 2009

Hunter & Schank Co. LPA

/s/ John J. Hunter, Jr.  
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**CERTIFICATE OF SERVICE**

I hereby certify that on June 11, 2009, I filed, and thereby caused, the *LIMITED OBJECTION OF ZEPPELIN-STIFTUNG AND ZF FRIEDRICHSHAFEN AG TO THE DEBTOR'S NOTICE OF INTENTION TO ASSUME AND PROPOSED CURE AMOUNT* to be served via electronic mail upon all parties who receive electronic notice in this case pursuant to the Court's ECF filing system, and further, to the following parties via electronic mail and/or via overnight delivery to the following:

The Debtors  
c/o General Motors Corporation  
Attn: Warren Command Center, Mailcode 480-206-114  
Cadillac Building  
30009 Van Dyke Avenue  
Warren, MI 48090-9025

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U.S. Treasury  
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For the Southern District of New York  
Attn: Diana G. Adams, Esq.  
33 Whitehall Street, 21<sup>st</sup> Floor  
New York, NY 10004

/s/ John J. Hunter, Jr.

John J. Hunter, Jr.